

ITC Holdings Corp.
Form 4
May 03, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mason Soneral Christine

(Last) (First) (Middle)
27175 ENERGY WAY
(Street)

NOVI, MI 48377

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ITC Holdings Corp. [ITC]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP & General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock Without Par Value	04/29/2016		M		6,429	A	\$ 23.58 34,113
Common Stock Without Par Value	04/29/2016		S		6,429	D	\$ 44.099 (1) 27,684
Common Stock Without Par Value	04/29/2016		M		5,550	A	\$ 29.31 33,234

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Common Stock Without Par Value	04/29/2016	S	5,550	D	\$ 43.886 (2)	27,684	D
Common Stock Without Par Value	04/29/2016	M	4,436	A	\$ 36.73	32,120	D
Common Stock Without Par Value	04/29/2016	F	3,913	D	\$ 44.39	28,207	D
Common Stock Without Par Value	04/29/2016	S	11,709	D	\$ 44.2363 (3)	16,498	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 23.58	04/29/2016		M	6,429	(4)	05/22/2022	Common Stock Without Par Value	6,429
Employee Stock Option (Right to Buy)	\$ 29.31	04/29/2016		M	5,550	(5)	05/14/2023	Common Stock Without Par Value	5,550

Employee Stock Option (Right to Buy)	\$ 36.73	04/29/2016	M	4,436	(6)	05/20/2024	Common Stock Without Par Value	4,436
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason Soneral Christine 27175 ENERGY WAY NOVI, MI 48377			SVP & General Counsel	

Signatures

Christine Mason
Soneral 05/03/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The weighted average sales price was \$44.099. Sale prices ranged from \$44.07 to \$44.17.
- (2) The weighted average sales price was \$43.886. The sale prices range from \$44.075 to \$44.17.
- (3) The weighted average sales price was \$44.2363. The sale prices range from \$44.15 to \$44.2499.
- (4) These stock options were granted on May 22, 2012 and become exercisable on May 22, 2015 so long as the recipient remains an employee.
- (5) These stock options were granted on May 14, 2013. 5,550 stock options become exercisable on May 14, 2015 and 5,553 stock options become exercisable on May 14, 2016 so long as the recipient remains an employee.
- (6) These stock options were granted on May 20, 2014 and become exercisable in three equal installments beginning on the first anniversary of the grant date so long as the recipient remains an employee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.